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John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
: Case No. 05-\_\_\_\_ (\_\_\_\_)  
DELPHI CORPORATION, et al., :  
: Debtors. : (Jointly Administered)  
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MOTION UNDER LOCAL BANKRUPTCY  
RULE 2090-1(b) FOR ADMISSION PRO HAC VICE  
("PRO HAC VICE MOTION")

1. Kayalyn A. Marafioti ("Movant"), a member in good standing of the Bar of the State of New York, an attorney admitted to practice before the United States Bankruptcy Court for the Southern District of New York and a partner with Skadden, Arps, Slate, Meagher and Flom LLP ("Skadden"), hereby submits this motion (the "Motion") to this Court for an order permitting John Wm. Butler, Jr., John K. Lyons, and Ron E. Meisler, all of Skadden, (collectively, the "Admittees") to practice pro hac vice before the United States Bankruptcy Court for the Southern District of New York to appear and represent Delphi Corporation and certain of its subsidiaries and affiliates, the debtors and debtors-in-possession (collectively, the "Debtors"), under Rule 2090-1(b) of the Local Bankruptcy Rules of the Southern District of New York(the "Local Rules"). In support of the Motion, the Movant states as follows:

2. John Wm. Butler, Jr. is a partner at Skadden and is co-practice leader of Skadden's corporate restructuring department. Mr. Butler has appeared as lead or special counsel in the Southern District of New York including in the Enron, Singer, and Warnaco chapter 11 cases. He has also regularly appeared before bankruptcy courts in other jurisdictions in other chapter 11 cases. A copy of Mr. Butler's professional biography is attached hereto as Exhibit A. Based on the annexed certification, Mr. Butler is admitted, practicing, and in good standing, as a member of the bars of the States of Illinois and Michigan, the United States District Court for the Northern District of Illinois and the Eastern and Western Districts of Michigan, the United States Courts of Appeals of the Sixth and Seventh Circuits, and the United States Supreme Court. There are no disciplinary proceedings pending against Mr. Butler.

3. John K. Lyons is a partner at Skadden and has appeared regularly before numerous bankruptcy and district courts across the country in chapter 11 cases. Based on the annexed certification, Mr. Lyons is admitted, practicing, and in good standing, as a member of

the bar of the State of Illinois, the United States District Court for the Northern District of Illinois and the Eastern District of Wisconsin, and the United States Court of Appeals of the Seventh Circuit. Mr. Lyons has been practicing since 1989. There are no disciplinary proceedings pending against Mr. Lyons.

4. Ron E. Meisler is an associate at Skadden and appears regularly before the United States Bankruptcy Court for the Northern District of Illinois in chapter 11 cases. Mr. Meisler has been practicing since 1999. Based on the annexed certification, Mr. Meisler is admitted, practicing, and in good standing, as a member of the bar of the State of Illinois and the United States District Court for the Northern District of Illinois. There are no disciplinary proceedings pending against Mr. Meisler.

5. The Movant requests that this Court allow this Motion so that the Admittees may file pleadings and appear and be heard at hearings in these chapter 11 cases.

6. Pursuant to the annexed certificates, the Admittees submit to the disciplinary jurisdiction of this Court for any alleged misconduct that occurs in the course, or the preparation, of these cases. In addition, as indicated on the certificates, the Admittees have acquired or have access to a copy of the Local Bankruptcy Rules and are generally familiar with such rules.

7. The Admittees agree to pay a fee of \$25 on entry of an order granting admission to practice pro hac vice.

Memorandum Of Law

8. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Movant respectfully requests that this Court enter an order,

(a) permitting the Admittees to appear pro hac vice in association with the Movant as counsel for the Debtors in these chapter 11 cases and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
October 8, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

CERTIFICATE

The undersigned certifies that he is eligible for admission to this Court, is admitted to practice, and is in good standing in the jurisdictions set forth in the Motion, submits to the disciplinary jurisdiction of this Court for any alleged misconduct that arises in the course, or the preparation of, these chapter 11 cases pursuant to Local Bankruptcy Rules for the Southern District of New York, and has acquired or has access to a copy of such rules and is generally familiar with such rules.

Dated: New York, New York  
October 8, 2005

s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
333 West Wacker Drive  
Chicago, Illinois 60606-1285  
(312) 407-0700

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Dated: Troy, Michigan  
October 8, 2005

s/ John K. Lyons  
John K. Lyons  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
333 West Wacker Drive  
Chicago, Illinois 60606-1285  
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Dated: New York, New York  
October 8, 2005

s/ Ron E. Meisler  
Ron E. Meisler  
SKADDEN, ARPS, SLATE,  
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333 West Wacker Drive  
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